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9 **UNITED STATES BANKRUPTCY COURT**
10 **NORTHERN DISTRICT OF CALIFORNIA**
11 **SAN FRANCISCO DIVISION**

12 **In re:**

13 **PG&E CORPORATION,**

14 **- and -**

15 **PACIFIC GAS AND ELECTRIC**
16 **COMPANY,**

17 **Debtors.**

- 18 ☐ Affects PG&E Corporation
19 ☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

20 ** All papers shall be filed in the Lead Case, No.*
21 *19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

REORGANIZED DEBTORS' EIGHTIETH
OMNIBUS OBJECTION TO CLAIMS
(SATISFIED CLAIMS)

Response Deadline:
June 16, 2021, 4:00 p.m. (PT)

Hearing Information If Timely Response Made:

Date: June 30, 2021

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)

United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

1 **TO: (A) THE HONORABLE DENNIS MONTALI, UNITED STATES BANKRUPTCY**
2 **JUDGE; (B) THE OFFICE OF THE UNITED STATES TRUSTEE; (C) THE AFFECTED**
3 **CLAIMANTS; AND (D) OTHER PARTIES ENTITLED TO NOTICE:**

4 PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as
5 debtors and reorganized debtors (collectively, the “**Debtors**,” or as reorganized pursuant to the Plan (as
6 defined below), the “**Reorganized Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**
7 **Cases**”) hereby submit this Eightieth Omnibus Objection (the “**Objection**”) to the claims identified in
8 the column headed “Claim/Schedule To Be Disallowed and Expunged” on **Exhibit 1** annexed hereto.

9 **I. JURISDICTION**

10 This Court has jurisdiction over this Objection under 28 U.S.C. §§ 157 and 1334; the *Order*
11 *Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.); and
12 Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern
13 District of California (the “**Bankruptcy Local Rules**”). This matter is a core proceeding pursuant to 28
14 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The
15 statutory predicates for the relief requested are section 502 of Title 11 of the United States Code (the
16 “**Bankruptcy Code**”) and Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy**
17 **Rules**”).

18 **II. BACKGROUND**

19 On January 29, 2019 (the “**Petition Date**”), the Debtors commenced with the Court voluntary
20 cases under chapter 11 of the Bankruptcy Code. Prior to the Effective Date (as defined below), the
21 Debtors continued to operate their businesses and manage their properties as debtors in possession
22 pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner was appointed
23 in either of the Chapter 11 Cases. The Chapter 11 Cases are being jointly administered for procedural
24 purposes only pursuant to Bankruptcy Rule 1015(b).

25 Additional information regarding the circumstances leading to the commencement of the Chapter
26 11 Cases and information regarding the Debtors’ businesses and capital structure is set forth in the
27 *Amended Declaration of Jason P. Wells in Support of the First Day Motions and Related Relief* [Docket
28 No. 263].

1 On July 1, 2019, the Court entered the *Order Pursuant to 11 U.S.C. §§ 502(b)(9) and 105(a),*
2 *Fed. R. Bankr. P. 2002, 3003(c)(3), 5005, and 9007, and L.B.R. 3003-1 (I) Establishing Deadline for*
3 *Filing Proofs of Claim, (II) Establishing the Form and Manner of Notice Thereof, and (III) Approving*
4 *Procedures for Providing Notice of Bar Date and Other Information to All Creditors and Potential*
5 *Creditors* [Docket No. 2806] (the “**Bar Date Order**”). The Bar Date Order set the deadline to file all
6 proofs of claim (each, a “**Proof of Claim**”) in respect of any prepetition claim (as defined in section
7 101(5) of the Bankruptcy Code), including all claims of Fire Claimants (as defined therein), Wildfire
8 Subrogation Claimants (as defined therein), Governmental Units (as defined in section 101(27) of the
9 Bankruptcy Code), and Customers, and for the avoidance of doubt, including all secured claims and
10 priority claims, against either of the Debtors as October 21, 2019 at 5:00 p.m. Pacific Time (the “**Bar**
11 **Date**”). The Bar Date later was extended solely with respect to unfiled, non-governmental Fire
12 Claimants to December 31, 2019 [Docket No. 4672]¹; and subsequently with respect to certain claimants
13 that purchased or acquired the Debtors’ publicly held debt and equity securities and may have claims
14 against the Debtors for rescission or damages to April 16, 2020 [Docket No. 5943].

15 By Order dated June 20, 2020 [Dkt. No. 8053], the Bankruptcy Court confirmed the *Debtors’*
16 *and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June 19, 2020* (as may be
17 further modified, amended or supplemented from time to time, and together with any exhibits or
18 scheduled thereto, the “**Plan**”). The Effective Date of the Plan occurred on July 1, 2020 (the “**Effective**
19 **Date**”). See Dkt. No. 8252.

20 **III. RELIEF REQUESTED**

21 The Reorganized Debtors file this Objection, pursuant to section 502 of the Bankruptcy Code,
22 Bankruptcy Rule 3007(d)(5), Bankruptcy Local Rule 3007-1, and the *Order Approving (A) Procedures*
23 *for Filing Omnibus Objections to Claims and (B) the Form and Manner of the Notice of Omnibus*
24 *Objections*, dated June 30, 2020 [Docket No. 8228] (the “**Omnibus Objections Procedures Order**”),
25 seeking entry of an order disallowing and expunging claims that the Reorganized Debtors have
26 determined were satisfied or released during or prior to the commencement of these Chapter 11 Cases

27 ¹ The claims of Fire Claimants will be administered through the Fire Victim Trust and the claims of
28 Wildfire Subrogation Claimants through the Subrogation Wildfire Trust in accordance with the Plan.

1 in accordance with the Bankruptcy Code, any applicable rules, or Court orders (the “**Satisfied Claims**”).
2 The Satisfied Claims are identified on **Exhibit 1**, in the columns headed “Claim/Schedule To Be
3 Disallowed and Expunged,” and are classified in the “Basis for Objection” column as:

4 (1) “Cure Payments,” referring to Claims paid in their entirety as a cure as part of the assumption
5 of an executory contract or unexpired leased that was assumed during the bankruptcy proceeding or on
6 the Effective Date pursuant to the Plan and Confirmation Order.

7 (2) “Customer Program Rebates,” referring to Claims asserting prepetition rebate obligations
8 under the Debtors’ customer programs, including the California Solar Initiative and solar programs, the
9 Clean Energy Transportation Programs, the Energy Efficiency Programs, the Self-Generation Incentive
10 Program, and various other small rebate programs.² These rebates were paid by the Debtors pursuant to
11 the *Final Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507(a)(7) and Fed. R. Bankr. P. 6003 and*
12 *6004 (I) Authorizing Debtors to (A) Maintain and Administer Customer Programs, Including Public*
13 *Purpose Programs, and (B) Honor Any Prepetition Obligations Relating Thereto; and (II) Authorizing*
14 *Financial Institutions to Honor and Process Related Checks and Transfer* [Docket No. 843].

15 (3) “Other Satisfied,” referring to claims that have otherwise been satisfied prior to or during the
16 pendency of these Chapter 11 Cases, in some cases by payments pursuant to an order granting one of the
17 Debtors’ first day motions.

18 The Reorganized Debtors request that the Satisfied Claims be disallowed and expunged.

19 **IV. ARGUMENT**

20 **A. The Satisfied Claims Should be Disallowed and Expunged**

21 Bankruptcy Rule 3007 permits a debtor to object to more than one claim if “they have been
22 satisfied or released during the case in accordance with the Code, applicable rules, or a court order.”
23 Fed. R. Bankr. P. 3007(d)(5). Bankruptcy Rule 3007(e) requires that an omnibus objection must list the
24 claimants alphabetically and by cross-reference to claim numbers. Each of the Satisfied Claims

25 ² More information about these customer programs is set forth in the *Motion of Debtors Pursuant to 11*
26 *U.S.C. §§ 105(a), 363(b), and 507(a)(7) and Fed. R. Bankr. P. 6003 and 6004 (I) Authorizing Debtors*
27 *to (A) Maintain and Administer Customer Programs, Including Public Purpose Programs, and (B)*
28 *Honor Any Prepetition Obligations Relating Thereto; and (II) Authorizing Financial Institutions to*
Honor and Process Related Checks and Transfer [Docket No. 16].

1 identified on Exhibit 1 has been satisfied prior to or over the course of the Chapter 11 Cases. Each of
2 the Claimants is listed alphabetically, and the claim number and amount are identified in accordance
3 with Bankruptcy Rule 3007(e). Furthermore, in accordance with the Omnibus Objections Procedures
4 Order, the Reorganized Debtors have sent individualized notices to the holders of each of the Satisfied
5 Claims. The Reorganized Debtors request that the Court disallow and expunge the Satisfied Claims in
6 their entirety.

7 **B. The Claimants Bear the Burden of Proof**

8 A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C.
9 § 502(a).³ Section 502(b)(1) of the Bankruptcy Code, however, provides in relevant part that a claim
10 may not be allowed if “such claim is unenforceable against the debtor and property of the debtor, under
11 any agreement or applicable law.” 11 U.S.C. § 502(b)(1). Once the objector raises “facts tending to
12 defeat the claim by probative force equal to that of the allegations of the proofs of claim themselves,”
13 *Wright v. Holm (In re Holm)*, 931 F.2d 620, 623 (9th Cir. 1991), quoting 3 L. King, *Collier on*
14 *Bankruptcy* § 502.02 at 502-22 (15th ed. 1991), then “the burden reverts to the claimant to prove the
15 validity of the claim by a preponderance of the evidence,” *Ashford v. Consolidated Pioneer Mortgage*
16 *(In re Consolidated Pioneer Mortgage)* 178 B.R. 222, 226 (B.A.P. 9th Cir. 1995) (quoting *In re*
17 *Allegheny Int’l, Inc.*, 954 F.2d 167, 173-74 (3d Cir. 1992)), *aff’d without opinion* 91 F.3d 151 (9th Cir.
18 1996). “[T]he ultimate burden of persuasion is always on the claimant.” *Holm*, 931 F.2d at 623 (quoting
19 King, *Collier on Bankruptcy*); *see also Lundell v. Anchor Constr. Specialists, Inc.*, 223 F.3d 1035, 1039
20 (9th Cir. 2000), *Spencer v. Pugh (In re Pugh)*, 157 B.R. 898, 901 (BAP 9th Cir. 1993); *In re Fidelity*
21 *Holding Co.*, 837 F.2d 696, 698 (5th Cir. 1988).

22 As set forth above, the Reorganized Debtors submit that the Satisfied Claims already have been
23 satisfied prior to or over the course of the Chapter 11 Cases and, therefore, should be disallowed and

24 ³ Upon the Reorganized Debtors’ request, the deadline under Section 7.1 of the Plan for the Reorganized
25 Debtors to bring objections to Claims initially was extended through and including June 26, 2021 (except
26 for Claims of the United States, which deadline was extended to March 31, 2021) [Docket No. 9563].
27 That deadline has been further extended through December 23, 2021, except for Claims of the California
28 Department of Forestry and Fire Protection, which deadline was extended to September 30, 2021,
without prejudice to the right of the Reorganized Debtors seek further extensions thereof [Docket No.
10494]. The deadline with respect to Claims of the United States has been further extended by stipulation
and order [Docket Nos. 10459, 10463].

1 expunged. If any Claimant believes that a Satisfied Claim has not been satisfied in full, it must present
2 affirmative evidence demonstrating the validity of that claim.

3 **V. RESERVATION OF RIGHTS**

4 The Reorganized Debtors hereby reserve the right to object, as applicable, in the future to any of
5 the claims listed in this Objection on any ground, and to amend, modify, or supplement this Objection
6 to the extent an objection to a claim is not granted, and to file other objections to any proofs of claims
7 filed in these cases, including, without limitation, objections as to the amounts asserted therein, or any
8 other claims (filed or not) against the Debtors, regardless of whether such claims are subject to this
9 Objection. A separate notice and hearing will be scheduled for any such objections. Should the grounds
10 of objection specified herein be overruled, wholly or in part, the Reorganized Debtors reserve the right
11 to object to the Satisfied Claims on any other grounds that the Reorganized Debtors may discover or
12 deem appropriate.

13 **VI. NOTICE**

14 Notice of this Objection will be provided to (i) holders of the Satisfied Claims; (ii) the Office of
15 the U.S. Trustee for Region 17 (Attn: Andrew R. Vara, Esq. and Timothy Laffredi, Esq.); (iii) all counsel
16 and parties receiving electronic notice through the Court's electronic case filing system; and (iv) those
17 persons who have formally appeared in these Chapter 11 Cases and requested service pursuant to
18 Bankruptcy Rule 2002. The Reorganized Debtors respectfully submit that no further notice is required.
19 No previous request for the relief sought herein has been made by the Reorganized Debtors to this or
20 any other Court.

21 WHEREFORE the Reorganized Debtors respectfully request entry of an order granting (i) the
22 relief requested herein as a sound exercise of the Reorganized Debtors' business judgment and in the
23 best interests of their estates, creditors, shareholders, and all other parties interests, and (ii) such other
24 and further relief as the Court may deem just and appropriate.

25 Dated: May 20, 2021

KELLER BENVENUTTI KIM LLP

26 By: /s/ Dara L. Silveira
27 Dara L. Silveira

28 *Attorneys for Debtors and Reorganized Debtors*